

BI (Official Form 1)(04/13)

United States Bankruptcy Court Southern District of Texas				Voluntary Petition	
Name of Debtor (if individual, enter Last, First, Middle): UGHS Senior Living, Inc.			Name of Joint Debtor (Spouse) (Last, First, Middle):		
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):			All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):		
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all) 45-2589334			Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all)		
Street Address of Debtor (No. and Street, City, and State): 227 East Edgewood Drive Friendswood, TX			Street Address of Joint Debtor (No. and Street, City, and State):		
<div style="text-align: right;">ZIP Code</div> 77546-3820			<div style="text-align: right;">ZIP Code</div>		
County of Residence or of the Principal Place of Business: Galveston			County of Residence or of the Principal Place of Business:		
Mailing Address of Debtor (if different from street address):			Mailing Address of Joint Debtor (if different from street address):		
<div style="text-align: right;">ZIP Code</div>			<div style="text-align: right;">ZIP Code</div>		
Location of Principal Assets of Business Debtor (if different from street address above):					
Type of Debtor (Form of Organization) (Check one box)		Nature of Business (Check one box)		Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box)	
<input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)		<input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other		<input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding	
Chapter 15 Debtors Country of debtor's center of main interests: Each country in which a foreign proceeding by, regarding, or against debtor is pending:		Tax-Exempt Entity (Check box, if applicable) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).		Nature of Debts (Check one box) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.	
Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.			Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,490,925 (amount subject to adjustment on 4/01/16 and every three years thereafter). Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).		
Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.				THIS SPACE IS FOR COURT USE ONLY	
Estimated Number of Creditors <input checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> OVER 100,000					
Estimated Assets <input checked="" type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion					
Estimated Liabilities <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input checked="" type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion					

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Page 2

Voluntary Petition <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): UGHS Senior Living, Inc.	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet)			
Location Where Filed: - None -	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)			
Name of Debtor: See Attachment 1	Case Number:	Date Filed: 2/27/15	
District: Southern District of Texas	Relationship: Affiliate	Judge: Letitia Z. Paul	
Exhibit A (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.) <input type="checkbox"/> Exhibit A is attached and made a part of this petition.		Exhibit B (To be completed if debtor is an individual whose debts are primarily consumer debts.) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b). X _____ Signature of Attorney for Debtor(s) (Date)	
Exhibit C Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety? <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No.			
Exhibit D (To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.) <input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition. If this is a joint petition: <input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
Information Regarding the Debtor - Venue (Check any applicable box)			
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.			
<input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.			
<input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.) _____ (Name of landlord that obtained judgment)			
_____ (Address of landlord)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and			
<input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.			
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

Voluntary Petition

(This page must be completed and filed in every case)

Name of Debtor(s):

UGHS Senior Living, Inc.**Signatures****Signature(s) of Debtor(s) (Individual/Joint)**

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. §342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of Attorney*

X /s/ John F. Higgins
Signature of Attorney for Debtor(s)

John F. Higgins 09597500

Printed Name of Attorney for Debtor(s)

Porter Hedges LLP

Firm Name

**1000 Main Street, 36th Floor
Houston, TX 77002**

Address

(713) 226-6000 Fax: (713) 228-1331

Telephone Number

11/10/15

Date

*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X 
Signature of Authorized Individual

Chad J. Shandler

Printed Name of Authorized Individual

Chief Restructuring Officer

Title of Authorized Individual

11/9/15

Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

☐ I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. §1515 are attached.

☐ Pursuant to 11 U.S.C. §1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X _____
Signature of Foreign Representative

Printed Name of Foreign Representative

Date

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

Address

X _____

Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. §110; 18 U.S.C. §156.

ATTACHMENT 1**LIST OF RELATED CASES**

The Debtor is affiliated with the following entities, each of which is a debtor in a chapter 11 case that was filed on February 27, 2015 in the Southern District of Texas, Houston Division and is pending before the Honorable Letitia Z. Paul (the “UGHS Cases”). The UGHS Cases are being jointly administered under Case No. 15-31086, styled University General Health System, Inc. et al.

DEBTOR	TAX ID NO.	CASE NO.
UGHS Autimis Billing, Inc.	45-2673352	15-31088
UGHS Autimis Coding, Inc.	45-2673425	15-31091
UGHS ER Services, Inc.	45-4346646	15-31092
UGHS Hospitals, Inc.	45-2043583	15-31093
UGHS Management Services, Inc.	45-2454100	15-31094
UGHS Support Services, Inc.	45-2673511	15-31095
University General Health System, Inc.	71-0822436	15-31086
University General Hospital, LP	20-3317964	15-31097
University Hospital Systems LLP	20-3173778	15-31098

On the date hereof, each of the affiliated entities listed below (including the debtor in this chapter 11 case) filed a petition for relief under chapter 11 of title 11 of the United States Code in this Court. Contemporaneously with the filing of these petitions, these entities filed a motion requesting that their respective chapter 11 cases be jointly administered for procedural purposes only.

DEBTOR	TAX ID NO.
UGHS Senior Living of Knoxville, LLC	45-2590826
UGHS Senior Living of Pearland, LLC	45-2590704
UGHS Senior Living of Port Lavaca, LLC	45-2590762
UGHS Senior Living Real Estate, LLC	30-0795553
UGHS Senior Living Real Estate of Knoxville, LLC	36-4752405
UGHS Senior Living Real Estate of Pearland, LLC	45-5200653
UGHS Senior Living Real Estate of Port Lavaca, LLC	36-4770012
TrinityCare Lighthouse of Pearland, LLC	46-0742681
TrinityCare Senior Living of Covington, LLC	27-0814360
UGHS Senior Living, Inc.	71-0822436
TrinityCare Senior Living, L.L.C.	72-1451655

B4 (Official Form 4) (12/07)

United States Bankruptcy Court
Southern District of Texas

In re UGHS Senior Living, Inc.

Debtor(s)

Case No.

Chapter 11

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
Alamo Heights Baptist Church 110 Trinity Shores Drive Port Lavaca, TX 77979	Alamo Heights Baptist Church 110 Trinity Shores Drive Port Lavaca, TX 77979 361-552-2532	Seller's Note - Port Lavaca		31,858.85
Albert Denson 813 John McCain Rd. Colleyville, TX 76034	Albert Denson 813 John McCain Rd. Colleyville, TX 76034	Seller's Note - Port Lavaca		52,824.12
Briarpatch Ltd. 2038 Albans Houston, TX 77005	Brad Fleming Briarpatch Ltd. 2038 Albans Houston, TX 77005	Seller's Note - Knoxville		87,435.72
Briarpatch Ltd. 2038 Albans Houston, TX 77005	Brad Fleming Briarpatch Ltd. 2038 Albans Houston, TX 77005	Seller's Note - Port Lavaca		131,153.35
Chilhowee Hills Baptist Church 4615 Asheville Highway Knoxville, TN 37914	Mark McKeenhan Chilhowee Hills Baptist Church 4615 Asheville Highway Knoxville, TN 37914 865-522-2422	Seller's Note - Knoxville		89,277.36
Community Bank of Texas 5999 Delaware Street Beaumont, TX 77706	Community Bank of Texas 5999 Delaware Street Beaumont, TX 77706 409-861-7200	Loan Guaranty	Contingent Unliquidated Disputed	189,495.01
Donald Francis 1135 Golf Course Road Newport, TN 37821	Donald Francis 1135 Golf Course Road Newport, TN 37821	Seller's Note - Knoxville		63,711.53
First Baptist Church Pearland 3005 Pearland Parkway Pearland, TX 77581	First Baptist Church Pearland 3005 Pearland Parkway Pearland, TX 77581 281-997-9000	Seller's Note - Pearland		299,442.53
H.T. Niceley 1335 Collins Road New Market, TN 37820	H.T. Niceley 1335 Collins Road New Market, TN 37820	Seller's Note - Knoxville		127,484.32

B4 (Official Form 4) (12/07) - Cont.

In re UGHS Senior Living, Inc.

Case No. _____

Debtor(s) _____

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(Continuation Sheet)

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
Hillair Capital Investments L.P. Attn: Sean McAvoy c/o Hillair Capital Mangement LLC 345 Lorton Avenue, Suite 303 Burlingame, CA 94010	Adam H. Friedman Hillair Capital Investments L.P. Attn: Sean McAvoy c/o Hillair Capital Mangement LLC Burlingame, CA 94010 212-451-2216	Subsidiary Guaranty	Unliquidated Disputed	8,889,464.00
Industrial Information Resources 2277 Plaza Drtive #300 Sugar Land, TX 77479	Ed Fox Industrial Information Resources 2277 Plaza Drtive #300 Sugar Land, TX 77479 713-783-5147	Seller's Note - Port Lavaca		127,425.22
Janet Criscti 116 North Lakeside Drive Kennesaw, GA 30144	Janet Criscti 116 North Lakeside Drive Kennesaw, GA 30144 404-667-3645	Seller's Note - Knoxville		63,711.53
Julie Ellis (Don Bumgardner) PO Box 4186 Johnson City, TN 37602	Julie Ellis (Don Bumgardner) PO Box 4186 Johnson City, TN 37602	Seller's Note - Knoxville		31,856.99
Lindsey Stipes 5224 Walkercress Lane Knoxville, TN 37918	Lindsey Stipes 5224 Walkercress Lane Knoxville, TN 37918	Seller's Note - Knoxville		95,567.27
Trinity Hills Investment Club 150 Smithwood Drive Newport, TN 37821	Roger Gribble Trinity Hills Investment Club 150 Smithwood Drive Newport, TN 37821	Seller's Note - Knoxville		63,711.53
Van Kampen Pierre Senior Living 9300 Conroy Windermere Road #191 Windermere, FL 34786-8924	Scott Pierre Van Kampen Pierre Senior Living 9300 Conroy Windermere Road #191 Windermere, FL 34786-8924	Seller's Note - Pearland		501,720.79
Van Kampen Pierre Senior Living 9300 Conroy Windermere Road #191 Windermere, FL 34786-8924	Scott Pierre Van Kampen Pierre Senior Living 9300 Conroy Windermere Road #191 Windermere, FL 34786-8924	Seller's Note - Knoxville		318,548.54
WEM Equity Capital Investments 3111 Rosemary Park Lane Houston, TX 77082	WEM Equity Capital Investments 3111 Rosemary Park Lane Houston, TX 77082	Seller's Note - Port Lavaca		130,992.08
WEM Equity Capital Investments 3111 Rosemary Park Lane Houston, TX 77082	WEM Equity Capital Investments 3111 Rosemary Park Lane Houston, TX 77082	Seller's Note - Knoxville		87,326.34
WEM Equity Capital Investments 3111 Rosemary Park Lane Houston, TX 77082	WEM Equity Capital Investments 3111 Rosemary Park Lane Houston, TX 77082	Seller's Note - Pearland		29,093.15

B4 (Official Form 4) (12/07) - Cont.

In re UGHS Senior Living, Inc.

Debtor(s)

Case No.

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS
(Continuation Sheet)

**DECLARATION UNDER PENALTY OF PERJURY
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, the Chief Restructuring Officer of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date

11/9/15

Signature



Chad J. Shandler
Chief Restructuring Officer

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.